

June 03, 2021**Listing Department,
The National Stock Exchange of India,**
Exchange Plaza, C-1 Bandra Krla Complex,
Bandra (E), Mumbai- 400051,**Department of Corporate Services,
The BSE Limited,**
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai- 400001,**NSE Symbol: SALASAR****BSE Scrip Code: 540642****Submission of Notice of Postal Ballot - Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

In continuation to our letter dated June 01, 2021 and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of the Postal Ballot Notice dated June 01, 2021 along with explanatory statement, seeking approval of Members of the Company for Increase in Authorised Share Capital, Alteration of Clause V of MOA and issue of Bonus Equity Shares are attached.

In compliance with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively issued by the Ministry of Corporate Affairs ("the MCA Circulars"), the Postal Ballot Notice have been sent electronically to all the shareholders who have registered their email addresses with the Company/Registrar and Share Transfer Agent/Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 28, 2021. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the shareholders for this Postal Ballot and shareholders have been requested to communicate their assent or dissent through the remote e-voting system only provided by National Securities Depository Limited.

Remote e-voting period shall commence on Friday, June 04, 2021 (9:30 A.M. IST) and end on Saturday, July 03, 2021 (5.00 P.M. IST) (both days inclusive). The results of the remote e-voting shall be announced not later than by 5.00 P.M. (IST) on Sunday, July 04, 2021 and the same will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time.

CIN No.- L23201DL2001PLC174076

Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201015
Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304
Unit 3- Khasra 686/6 Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304
Office- KL-46, Kavi Nagar, Ghaziabad-201002
Regd Office- E-20, South Extension 1, New Delhi-110049

www.salasartechno.com

+91 8938802180, 7351991800
+91 120 6546670
Fax: +91 11 45823834



towers@salasartechno.com
marketing@salasartechno.com



The said notice of Postal Ballot is also available on the website of the Company i.e. www.salasartechno.com.

You are requested to take the same on record

Thanking You,

Yours faithfully,
For Salasar Techno Engineering limited,




Rahul Rastogi
Company Secretary
ACS No. 30320



CIN No.- L23201DL2001PLC174076

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SALASAR TECHNO ENGINEERING LIMITED

(CIN: L23201DL2001PLC174076)

Regd. Off.: E-20, South Extension I, New Delhi-110049, India

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Salasar Techno Engineering Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are attached.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the abovementioned MCA Circulars.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company at its meeting held on Tuesday, 01st June 2021 has appointed M/s Deepika Madhwal & Associates (ACS No. 31234, C.P. No. 14808), Practicing Company Secretaries, New Delhi, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote electronic voting (“remote e-voting”) facility only for this postal ballot process. The Company has engaged the services of Central Depository Services (India) Limited (‘CDSL’) to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Friday, June 04, 2021 (9:30 A.M. IST) and end on Saturday, July 03, 2021 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Saturday, July 03, 2021.

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The Results of postal ballot will be announced not later than by 5.00 P.M. (IST) on Sunday, July 04, 2021 at the Corporate Office of the Company. The said result along with the Scrutinizer’s report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company’s website viz. www.salasartechno.com and on website of CDSL viz. <https://www.evotingindia.com>.

SPECIAL BUSINESSES:

Following Special Businesses are proposed to be conducted through Postal Ballot:

ITEM NO 1 – TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Article 3 Articles of Association of the Company and Section 61 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and the Equity Listing Agreement entered into with the Stock Exchange(s) by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the Government of India, concerned Stock Exchanges or any other Authority under any other Law for the time being in force, the authorized share capital of the Company be and is hereby increased from Rs. 20,50,00,000/- (Rupees Twenty crores Fifty Lakhs only) divided into 2,05,00,000 (Two Crores Five Lakhs only) equity shares of Rs. 10/- each to Rs. 31,50,00,000/- (Rupees Thirty One Crores Fifty Lakhs only) divided into 3,15,00,000 (Three Crores Fifteen Lakhs) equity shares of Rs. 10/- each.

“RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 31,50,00,000/- (Rupees Thirty One Crores Fifty Lakhs only) divided into 3,15,00,000 (Three Crores Fifteen Lakhs) equity shares of Rs. 10/- each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorised to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms/E-forms with the Registrar of Companies and to comply with all other requirements in this regard under any other Regulations/Rules for the time being in force and for any matters connected herewith or incidental hereto.”

ITEM NO 2 – ISSUE OF BONUS SHARES:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 14,28,52,640/- (Rupees Fourteen Crore Twenty Eight Lakh Fifty Two Thousand Six Hundred Forty only) from and out of the securities premium account for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the allotment of new Equity shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as may be necessary or applicable.

RESOLVED FURTHER THAT in case of members who hold shares in dematerialisation form, the equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in case of the members who hold equity shares in physical form, the share certificate(s) in respect of the equity shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the securities of the Company is listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board in its discretion thinks fit and proper.

RESOLVED FURTHER THAT the Board of Directors be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolutions, with the power to such committee/ subcommittee of the Board to further delegate all or any of its powers/ duties to any of its members.”

**By Order of the Board
For Salasar Techno Engineering Limited**

**Date: 01.06.2021
Place: New Delhi**

**Rahul Rastogi
Company Secretary**

NOTES:

1. In the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th Sept, 2020 and 39/2020 dated 31st Dec, 2020, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till 30th June, 2021 vide its aforesaid circular no. 39/2020. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting. However, the Company is duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice
2. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited. Shareholders may write the request to compliance@salasartechno.com and mukesh@bigshareonline.com for the same. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot

4. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

5. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on May 28, 2021 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("RTA").
6. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, 28th May, 2021.
7. The Postal Ballot Notice and Postal Ballot Form would also be made available on the website of the Company at www.salasartechno.com.
8. Members whose name appear on the Register of Members/ Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, 28th May, 2021 will only be considered for the purpose of voting.
9. After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period.
10. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer e-voting facility as an option to all the Members, to enable them to cast their votes electronically. The Company has appointed Bigshare services Private Limited for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
11. Please note the pursuant to the MCA Circular voting by members can only be through e-voting.

12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, 28th May, 2021.
13. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
14. The e-voting period commences at 9:30 a.m. (IST) on Friday, 04th June, 2021 and ends at 5:00 p.m. (IST) on Saturday, 03rd July, 2021. The e-voting module shall be disabled beyond said time and date.
15. In accordance with provisions of the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot e-voting i.e. Saturday, 03rd July, 2021.
16. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company or any other person authorized by him, after taking into consideration votes cast through e-voting. Based on Scrutinizer’s Report the result of the voting will be announced on Sunday, 04th July, 2021 at the Registered Office of the Company and will be communicated to the stock exchanges. The result along with Scrutinizer’s Report will be placed on the website of the Company at www.salasartechno.com and on the website of CDSL at www.evotingindia.com. The said results shall also be displayed on the Notice Board of the Company for the period of five days from the date of intimation of said results to Stock Exchanges.
17. The Scrutinizer’s decision on the validity of e-voting will be final.
18. In the event of any grievance relating to e-voting, the Company has designed an exclusive e-mail ID viz. compliance@salasartechno.com to enable the investors to register their Complaints, if any.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 04th June, 2021 at 09:30 a.m. (IST) and ends at 5:00 p.m. (IST) on Saturday, 03rd July, 2021. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 28th May, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Salasar Techno Engineering Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.

Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board
For Salasar Techno Engineering Limited

Date: 01.06.2021
Place: New Delhi

Rahul Rastogi
Company Secretary

EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 to 2 of the accompanying Notice:

Item No. 1: To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

At present the Authorised Share Capital of the Company is Rs. 20,50,00,000/- (Rupees Twenty crores Fifty Lakhs only) divided into 2,05,00,000 (Two Crores Five Lakhs only) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 14,28,52,640/- (Rupees Fourteen Crore Twenty Eight Lac Fifty Two Thousand Six Hundred Forty only) divided into 1,42,85,264 (One Crore Forty Two Lakhs Eighty Five Thousand Two Hundred Sixty Four) equity shares of Rs. 10/- each.

The Board of Directors of the Company in its meeting held on Tuesday, June 01, 2021 have recommended the issuance of bonus shares in the ratio of 1:1 [i.e. 1 (One) fully paid up equity shares for every 1 (One) equity shares held] if the resolution for issuance of bonus shares as recommended by the Board; shall be approved by the members of the Company then additional 1,42,85,264 paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up share capital post bonus issue shall be Rs. 28,57,05,280/- which shall exceed the present Authorised Share Capital of the Company. So, in view of the proposed issuance of bonus shares, the present Authorised Share Capital of the Company need to be increased from from Rs. 20,50,00,000/- (Rupees Twenty Crores Fifty Lakhs only) divided into 2,05,00,000 (Two Crores Five Lakhs only) equity shares of Rs. 10/- each to Rs. 31,50,00,000/- (Rupees Thirty-One Crores Fifty Lakhs only) divided into 3,15,00,000 (Three Crores Fifteen Lakhs) equity shares of Rs. 10/- each by creation of additional 1,10,00,000 (One Crore Ten Lakhs) equity shares of Rs. 10/- each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 20.05 Crore to Rs. 31.50 Crore.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

Item No. 2: To issue of Bonus Equity Shares

The Equity shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited. The members are aware that the operations and performance of the Company has grown significantly over the past years, which has generated considerable interest in the Company's equity shares. In order to improve the liquidity of the Company's shares in the hand of their shareholders and to reward them with the increase performance of the Company, the Board of Directors of the Company at their meeting held on Tuesday, June 01, 2021, considered it desirable to recommend issue of Bonus shares in the ratio of 1:1 and after bonus issue paid up share capital of the Company will be Rs. 28,57,05,280/- (Rupees Twenty Eight Crore Fifty Seven Lakhs Five Thousand Two Hundred Eighty) subject to approval of the shareholders and such other authorities as may be necessary.

The Board of Directors recommends the Resolution in Item No. 2 of the Notice for approval by the Members. None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out at Item No. 2 as an Ordinary Resolution.

By Order of the Board
For Salasar Techno Engineering Limited

Date: 01.06.2021
Place: New Delhi

Rahul Rastogi
Company Secretary